

RECORDATION FORM COVER SHEET
PATENTS ONLY

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Proxima Therapeutics, Inc. (a Minnesota corporation) and PTI of Delaware, Inc. (a Delaware corporation)

Execution Date(s): December 27, 2001

Additional name(s) of conveying party(ies) attached? ☐ Yes ☐ No

3. Nature of Conveyance:

- ☐ Assignment ☒ Merger
☐ Security Agreement ☒ Change of Name
☐ Government Interest Assignment
☐ Executive Order 9424, Confirmatory License
☒ Other change of state of incorporation

2. Name and address of receiving party(ies)

Proxima Therapeutics, Inc.

Name: (a Delaware corporation)

Internal Address: _____

Street Address: _____

2555 Marconi Drive
Suite 220

City: Alpharetta

State: GA

Country: USA Zip: 30005-4143

Additional name(s) & address(es) attached: ☐ Yes ☐ No

4. Application or patent number(s):

A. Patent Application No.(s)

10/704,344 10/714,586 10/704,161 10/704,340
10/784,083 10/897,382 10/750,921 60/579,357
10/867,062 10/955,087

☐ This document is being filed together with a new application.

B. Patent No.(s)

5,429,582 5,611,767 6,022,308 6,083,148
5,931,774 6,200,257 6,413,204 6,482,142
5,913,813 6,238,374 6,589,158 6,537,194

Additional numbers attached? ☒ Yes ☐ No

5. Name and address to whom correspondence concerning document should be mailed:

Name: Thomas J. Engellenner
NUTTER MCCLENNEN & FISH, LLP

Internal Address: Atty. Dkt.: 101360-0001

Street Address: World Trade Center West
155 Seaport Boulevard

City: Boston

State: MA Zip: 02210-2609

Phone Number: (617) 439-2948

Fax Number: (617) 310-9948

Email Address: _____

6. Total number of applications and patents involved:

26

7. Total fee (37 CFR 1.21(h) & 3.41) \$ _____

- ☐ Authorized to be charged by credit card
☐ Authorized to be charged to deposit account
☒ Enclosed
☐ None required (government interest not affecting title)

8. Payment Information

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 141449
Authorized User Name _____

9. Signature:



Thomas J. Engellenner

Name of Person Signing

13 Dec 2004
Date

Total number of pages including cover sheet, attachments, and documents: ☐

RECORDATION FORM COVER SHEET
(continued)

Additional Applications and/or Patents (4. Continued):

Additional Patent Application Numbers
4A. Continued:Additional Patent Numbers
4B. Continued:

6,673,006 6,695,760 6,749,555 6,607,477

Additional numbers attached?

☐ Yes☐ No

1384975.1

Schedule A

<u>U.S. Patents</u> <u>(Issued)</u>	<u>Attorney Dkt.</u> <u>Number</u>
5,429,582	101360-0002
5,931,774	101360-0006
5,913,813	101360-0020
5,611,767	101360-0003
6,200,257	101360-0014
6,238,374	101360-0021
6,022,308	101360-0004
6,413,204	101360-0015
6,589,158	101360-0027
6,083,148	101360-0005
6,482,142	101360-0016
6,537,194	101360-0037
6,673,006	101360-0039
6,695,760	101360-0041
6,749,555	101360-0045
6,607,477	101360-0074

<u>U.S. Patent</u> <u>Applications</u> <u>(Pending)</u>	<u>Attorney Dkt.</u> <u>Number</u>
10/704,344	101360-0050
10/784,083	101360-0068
10/867,062	101360-0081
10/714,586	101360-0063
10/897,382	101360-0071
10/704,161	101360-0064
10/750,921	101360-0072
10/704,340	101360-0065
10/995,087	101360-0091
60/579,357	101360-0069

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PROXIMA THERAPEUTICS, INC.", A MINNESOTA CORPORATION, WITH AND INTO "PTI OF DELAWARE, INC." UNDER THE NAME OF "PROXIMA THERAPEUTICS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2001, AT 10:35 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2002, AT 12:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3439635 8100M

010669224

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1528314

DATE: 12-27-01

**CERTIFICATE OF MERGER
OF
PROXIMA THERAPEUTICS, INC.
(a Minnesota corporation)
AND
PTI OF DELAWARE, INC.
(a Delaware corporation)**

It is hereby certified that:

1. The constituent corporations participating in the merger herein certified are:
 - (i) PROXIMA THERAPEUTICS, INC., a corporation which is incorporated under the laws of the State of Minnesota; and
 - (ii) PTI OF DELAWARE, INC., a corporation which is incorporated under the laws of State of Delaware.
2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of the Minnesota Business Corporation Act and Section 252 of the Delaware General Corporation Law.
3. The name of the surviving corporation in the merger herein certified is PTI OF DELAWARE, INC., which will continue its existence as said surviving corporation under the new name "PROXIMA THERAPEUTICS, INC." upon the effective date of said merger pursuant to the provisions of the Delaware General Corporation Law.
4. That the Amended and Restated Certificate of Incorporation of the surviving corporation shall be the certificate of incorporation of the surviving corporation effective upon the occurrence of the merger herein certified.
5. The executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at a place of business of the aforesaid surviving corporation, the address of which is as follows:

PTI of Delaware, Inc.
(to be known as Proxima Therapeutics, Inc.,
effective upon the merger described herein)
2555 Marconi Drive, Suite 220
Alpharetta, GA 30005

6. A copy of the aforesaid Agreement and Plan of Merger will be furnished by the aforesaid surviving corporation, on request and without cost, to any stockholder of the constituent corporations.

7. The number of authorized shares of PROXIMA THERAPEUTICS, INC. is 35,000,000 shares, 10,000,000 shares of which are common stock, \$.01 par value per share, and 25,000,000 shares of preferred stock, \$.01 par value per share of which are designated as follows: 800,000 shares are designated Series A Convertible Preferred; 1,668,746 shares are designated Series B Convertible Preferred Stock; 2,468,321 shares are designated Series C Convertible Preferred Stock; 3,750,000 shares are designated Series D Convertible Preferred Stock; and 1,312,933 shares are undesignated preferred stock.

8. ~~The Certificate of Merger and the Agreement and Plan of Merger between the~~ aforesaid constituent corporations provides that the merger herein certified shall be effective at 12:01 a.m. on January 1, 2002.

[signatures on following page]

IN WITNESS WHEREOF, the constituent corporations have caused this Certificate to be
duly executed by their respective duly authorized representatives on December 27th 2001.

PROXIMA THERAPEUTICS, INC.

By: 

Timothy J. Patrick, President

PTI OF DELAWARE, INC

By: 

Timothy J. Patrick, President



Form 810-1595
(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

**RECORDATION FORM COVER SHEET
PATENTS ONLY**

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof

1. Name of conveying party(ies):

Rance A. Winkler, Timothy J. Patrick, and Caribeth B. Ramey

Additional name(s) of conveying party(ies) attached?

☐ Yes

☒ No

3. Nature of Conveyance:

☒ Assignment

☐ Merger

☐ Security Agreement

☐ Change of Name

☐ Other

Execution Date: November 18, 2002

2. Name and address of receiving party(ies)

Name: PROXIMA THERAPEUTICS

Internal Address: _____

Street Address: _____

2555 Marconi Drive, Suite 220

City: Alpharetta

State: GA

Zip: 30005-4143

Additional name(s) & address(es) attached:

☐ Yes

☒ No

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the new application is: _____

A. Patent Application No.(s):

10/269,555

B. Patent No.(s): _____

Additional numbers attached?

☐ Yes

☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Lisa J. Michaud

Nutter McClennen & Fish LLP

Internal Address: Atty. Dkt.: 101360-0041

Street Address:

World Trade Center West

155 Seaport Boulevard

City:
Boston

State: MA Zip: 02210-2604

6. Total number of applications and patents involved:

1

7. Total fee (37 CFR 3.41)

\$ 40.00

☒ Enclosed

☐ Authorized to be charged to deposit account

☐ Authorized to be charged to credit card
(Form 2038 enclosed)

8. Deposit account number:

141449

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Lisa J. Michaud

Name of Person Signing


Signature

12/5/02

Date

Total number of pages including cover sheet, attachments, and documents: 4

Recordation Form Cover Sheet

I hereby certify that this correspondence is being deposited with the U.S. Postal Service with sufficient postage as First Class Mail, in an envelope addressed to: Box Assignment, U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Arlington, VA 22202, on the date shown below.

Dated: 12/5/02

Signature: 

(Lisa J. Michaud)

ASSIGNMENT

Whereas we, the undersigned, **Rance A. Winkler, Timothy J. Patrick, and Carribeth B. Ramey**, hereby have made certain inventions or discoveries (or both) set forth in an application for Letters Patent of the United States of America entitled **TREATMENT OF SPINAL METASTASES**, which application was filed on October 11, 2002, assigned Application No. **10/269,555**, and identified as Attorney Docket No. 101360-41; and

Whereas, **Proxima Therapeutics, Inc.**, a Minnesota corporation having a place of business at **2555 Marconi Drive, Suite 220, Alpharetta, GA 30005-4143**, and which, together with its successors and assigns, is hereinafter called "Assignee," is desirous of acquiring the title, rights, benefits and privileges hereinafter recited;

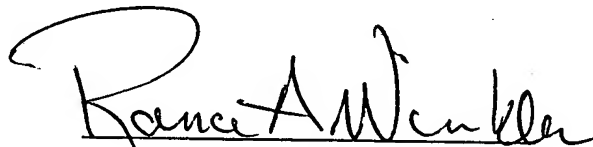
Now, therefore, for valuable consideration furnished by Assignee to us, receipt and sufficiency of which we hereby acknowledge, we hereby, without reservation:

1. Assign, transfer and convey to Assignee the entire right, title and interest in and to said inventions and discoveries, said application for Letters Patent of the United States of America, any and all other applications for Letters Patent on said inventions and discoveries in whatsoever countries, including all divisional, renewal, substitute, continuation, reissue and Convention applications based in whole or in part upon said inventions or discoveries, or upon said applications, and any and all Letters Patent, reissues, reexaminations, and extensions of Letters Patent granted for said inventions and discoveries or upon said applications, and every priority right that is or may be predicated upon or arise from said inventions, said discoveries, said applications and said Letters Patent;
2. Authorize Assignee to file patent applications in any or all countries on any or all of said inventions and discoveries in our names or in the name of Assignee or otherwise as Assignee may deem advisable, under the International Convention or otherwise;
3. Authorize and request the Commissioner of Patents and Trademarks of the United States of America and the empowered officials of all other governments to issue or transfer all said Letters Patent to Assignee, as assignee of the entire right, title and interest therein or otherwise as Assignee may direct;
4. Warrant that we have not knowingly conveyed to others any right in said inventions, discoveries, applications or patents or any license to use the same or to make, use or sell anything embodying or utilizing any of said inventions or discoveries; and that we have good right to assign the same to Assignee without encumbrance;
5. Bind our heirs, legal representatives and assigns, as well as ourselves, to do, upon Assignee's request and at Assignee's expense, but without additional consideration to us or them, all acts reasonably serving to assure that the said inventions and discoveries, the said

patent applications and the said Letters Patent shall be held and enjoyed by Assignee as fully and entirely as the same could have been held and enjoyed by us, our heirs, legal representatives and assigns if this assignment had not been made; and particularly to execute and deliver to Assignee all lawful application documents including petitions, specifications, and oaths, and all assignments, disclaimers, and lawful affidavits in form and substance as may be requested by Assignee; to communicate to Assignee all facts known to us relating to said inventions and discoveries or the history thereof; and to furnish Assignee with any and all documents, photographs, models, samples and other physical exhibits in our control or in the control of our heirs, legal representatives or assigns which may be useful for establishing the facts of our conceptions, disclosures, and reduction to practice of said inventions and discoveries.

In testimony of which we have executed this Assignment as an instrument under seal on the dates indicated next to our names.


Dated: Nov. 19, 2002


Rance A. Winkler

State or Commonwealth of GEORGIA

County of GWINNETT


On this 18TH day of NOVEMBER 2002, before me appeared **Rance A. Winkler**, to me known and known to me to be the person described in and who executed the foregoing instrument, and he/she acknowledged the same to be his/her free act and deed.


Notary Public
My Commission Expires:

[seal]

Notary Public, Gwinnett County, Georgia
My Commission Expires August 3, 2003

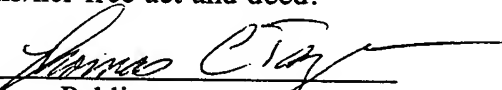
Dated: Nov. 18, 2002


Timothy J. Patrick

State or Commonwealth of: GA

County of: GWINNETT


On this 18TH day of ^{NOVEMBER 2002} ~~December, 1999~~, before me appeared **Timothy J. Patrick**, to me known and known to me to be the person described in and who executed the foregoing instrument, and he/she acknowledged the same to be his/her free act and deed.


Notary Public
My Commission Expires:

[seal]

Notary Public, Gwinnett County, Georgia
My Commission Expires August 3, 2006

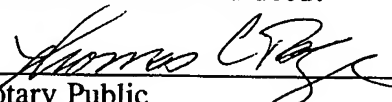
Dated: Nov. 18, 2002


~~Timothy J. Patrick~~
CARRIBETH B. RAMEY

State or Commonwealth of: GA

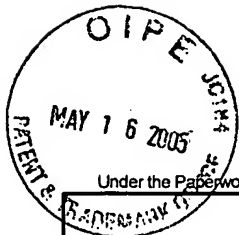
County of: GWINNETT

On this 18TH day of ^{NOVEMBER 2002} ~~December, 1999~~, before me appeared **CARRIBETH B. RAMEY** ~~Timothy J. Patrick~~, to me known and known to me to be the person described in and who executed the foregoing instrument, and he/she acknowledged the same to be his/her free act and deed.


Notary Public
My Commission Expires:

[seal]

Notary Public, Gwinnett County, Georgia
My Commission Expires August 3, 2006



STATEMENT UNDER 37 CFR 3.73(b)

Applicant/Patent Owner: Rance A. Winkler, Timothy J. Patrick, and Carribeth B. Ramey

Application No./Patent No.: 10/784,083 Filed/Issue Date: February 20, 2004

Entitled: TREATMENT OF SPINAL METASTASES

PROXIMA THERAPEUTICS, INC., a Corporation
(Name of Assignee) (Type of Assignee, e.g., corporation, partnership, university, government agency, etc.)

states that it is:

1. ☒ the assignee of the entire right, title, and interest; or
2. ☐ an assignee of less than the entire right, title and interest.
The extent (by percentage) of its ownership interest is _____ %

in the patent application/patent identified above by virtue of either:

- A. ☐ An assignment from the inventor(s) of the patent application/patent identified above. The assignment was recorded in the United States Patent and Trademark Office at Reel _____, Frame _____, or for which a copy thereof is attached.

OR

- B. ☒ A chain of title from the inventor(s), of the patent application/patent identified above, to the current assignee as shown below:

1. From: the inventors To: Proxima Therapeutics, Inc.
The document was recorded in the United States Patent and Trademark Office at Reel _____, Frame _____, or for which a copy thereof is attached.

2. From: Proxima Therapeutics, Inc. To: Proxima Therapeutics, Inc.
The document was recorded in the United States Patent and Trademark Office at Reel _____, Frame _____, or for which a copy thereof is attached.

3. From: _____ To: _____
The document was recorded in the United States Patent and Trademark Office at Reel _____, Frame _____, or for which a copy thereof is attached.

☐ Additional documents in the chain of title are listed on a supplemental sheet.

- ☒ Copies of assignments or other documents in the chain of title are attached.
[NOTE: A separate copy (i.e., a true copy of the original assignment document(s)) must be submitted to Assignment Division in accordance with 37 CFR Part 3, if the assignment is to be recorded in the records of the USPTO. See MPEP 302.08]

The undersigned (whose title is supplied below) is authorized to act on behalf of the assignee.

[Signature]
Signature

Ronald E. Cahill
Printed or Typed Name

Authorized Signer for Assignee
Title

5/13/05
Date
617-439-2782
Telephone Number

Statement By Assignee to Establish Ownership (37 CFR 3.73(b))

I hereby certify that this correspondence is being deposited with the U.S. Postal Service with sufficient postage as First Class Mail, in an envelope addressed to: Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450, on the date shown below.

Dated: 5/13/05 Signature: [Signature] (Ronald E. Cahill)